

**MINUTES OF THE MEETING OF THE  
UNIFORM COMMERCIAL CODE COMMITTEE  
OF THE BUSINESS LAW SECTION  
OF THE STATE BAR OF CALIFORNIA**

**Tuesday, March 11, 2008  
Offices of Morrison & Foerster LLP  
(Los Angeles and San Francisco)**

The March 11, 2008 meeting of the Uniform Commercial Code Committee (the “Committee”) was called to order at approximately 10:00 a.m., with Jan Kosel presiding.

**A. ADMINISTRATIVE MATTERS**

1. **Appointment of Secretary.** Vasco Morais agreed to serve as Secretary for the meeting.
2. **Roll Call/Attendance.** Please refer to the attendance sheet attached at the end of the minutes.
3. **Consideration/Approval of February 12, 2008 Meeting Minutes.** The minutes of the February 12, 2008 meeting were approved with one minor correction: to change “form” to “term” in Section D.4 of the minutes. The Secretary indicated he would make the correction and circulate the revised minutes.
4. **Meeting Dates; Change in April and September Meeting Dates:**
  - a. **Meeting Dates:** Committee meetings are generally the second Tuesday of the month at 10:00 a.m.
    - Next Committee meeting scheduled for April 15<sup>th</sup> was rescheduled for April 22<sup>nd</sup>, 2008
    - The May 9<sup>th</sup> meeting remains an in-person meeting in Oakland.
    - The June 10<sup>th</sup> meeting has been re-scheduled for Thursday, June 5, 2008.
    - September meeting will be an in-person meeting to be held in conjunction with the State Bar meeting in Monterey. September meeting is scheduled for September 26, 2008 at 1:00 pm to 3:00pm in Monterey.
5. **Report Luncheon with Insolvency Committee.** Jan Kosel reported that the Committee’s joint lunch with the Insolvency Committee on Friday, February 15 was very successful. Jay Bingham of the Insolvency Committee concurred with this assessment and proposed that the two Committees (UCC & Insolvency) get together at the Annual State Bar Meeting in Monterey.

6. **Recruitment of New Members.** Jan Kosel reported that no resumes had been received and that the UCC Committee was actively seeking new members, and encouraged the current members to solicit new resumes for submission for consideration as UCC members. Harry Sigman indicated that the UCC Committee is seeking distribution of its members on a geographic basis, and among academic, large firm, small firm, and in-house practitioners.

## **B. MAIN AGENDA ITEMS**

1. **ABA Task Force on Filing Office Operations and Search Logic.** Vasco Morais reported on the FOOSL Subcommittee analysis of the four amendments to Article 9 proposed by the International Association of Commercial Administrators (IACA), and discussed the position of the subcommittee on these proposed amendments, and the consensus for need a nation-wide adoption of any Article 9 amendments. Members of the committee provided input on the proposed IACA amendments and the Subcommittee's analysis of them. A further discussion and commentary on other portions of the FOSSL Subcommittee analysis of the IACA amendments ensued.

2. **Debtor Names Subcommittee.** Edith Warkentine reported that the Committee was continuing to look at approaches to addressing the individual debtor's name problem, and in particular the Texas solution of the driver's license approach. It was noted that the reported cases appear to indicate that most individual debtor name reported cases resulted from filer mistake, not from the statute. There was extensive discussion regarding whether Article 9 should be amended to define the individual debtor name and some of the non-uniform state legislative proposals, and the Subcommittee's analysis of these and related issues.

3. **Hidden Liens Project.** Kevin Cops reported that the Subcommittee will post a draft report in a week and solicit comments on format and substance. Jan Kosel acknowledged the contributions of the Insolvency Law Committee and the Agribusiness Committee and complimented the Subcommittee on its progress and hard work. Members made specific suggestions regarding the draft report.

4. **Uniform Assignment of Rents Subcommittee.** Wansun Song reported that the meeting materials contain the Subcommittee's report on recommendations with respect to certain provisions of the Uniform Assignment of Rents Act as compared to current California law. Wansun noted that the Uniform Act had only been adopted by one state – Nevada – and the question was what the approach of the Committee should be: take no action until the legislation was proposed in the California legislature or be more proactive. Committee members discussed the merits of the alternate approaches. Vasco said that he would be the contact when the report was ready to be posted on the web. Vasco also suggested that there should be an e-communications of e-news alert to solicit comments on the posted report.

## **C. SUBCOMMITTEE AND OTHER REPORTS.**

1. **Publications and Programs.** Ken Miller reported that the Subcommittee has scheduled April 3<sup>rd</sup> for the webinar on default and exercise of remedies for personal property foreclosure under Division 9 and that an e-blast has been issued alerting the UCC Committee constituency as to this event.

2. **Deposit Control Agreements.** Zach Finley reported that the subcommittee is continuing to review the ABA control agreement.

3. **Partnership Guide.** John Oehmke reported that the subcommittee submitted an outline to the Partnership Committee, attended a drafting session and expects a draft of the full report in the coming fall.

4. **Bogus Filing.** John Oehmke reported on the status of the bogus filing bill. Edith Warkentine had indicated that the bill should take out all references to UCC financing statements.

5. **Full Payment Check Subcommittee.** Wansun Song reported that the Assembly Member plans to introduce a bill in the upcoming legislative session.

6. **Commercial Money Center Case.** Vasco Morais reported he had spoken with the debtors attorney and the FDIC had lifted the stay. Vasco indicated that he had made some progress moving forward with the article

7. **Legislation and Case Law Tracking.** Edith Warkentine reported that the legislative proposals period was essentially over and had nothing further to report.

8. **Website Development and E-Communications.** Vasco Morais gave a brief report of the status of e-blasts and website development, and indicated that the website changes had been made and made for the most part.

9. **Revised Insolvency Committee Proposal on CCP 697.530.** Mark Porter noted that he expected a revised draft of the legislative proposal in the near future.

10. **Essay Contest.** Wansun Song reported on the essay contest.

#### **D. LIAISON UPDATES**

1. **ExComm** Mark Porter provided his report.

2. **Insolvency.** Jay Bingham indicated he had nothing further to report.

3. **Corporations.** Chuck Ortmeyer provided his report.

#### **E. OTHER ITEMS.**

There were no additional items reported.

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The meeting concluded at approximately 11:15 a.m.

### Meeting Attendance

Attendees	January 8	February 12	March 11
Janice E. Kosel	Present	Present	Present
Wansun Song	Present	Present	Present
Edith R. Warkentine	Present	Present	Present
Patrick Costello	Present	Present	Absent
Harry C. Sigman	Present	Present	Present
Peter Burke	Present	Absent	Present
Karl H. Christiansen	Present	Present	Absent
Kevin Cops	Absent	Present	Present
Michael DuQuesnay	Present	Present	Absent
Zachary S. Finley	Present	Absent	Present
Elliot Hinds	Absent	Absent	Absent
George Kalikman	Absent	Present	Absent
Ken Miller	Present	Present	Present
Sandra Lee Montgomery	Absent	Absent	Present
Vasco H. Morais	Present	Present	Present
Theotis F. Oliphant	Absent	Present	Absent
John Oehmke	Present	Absent	Present
Jane K. Springwater	Present	Present	Present
Leila Tredemeyer	Present	Absent	Absent
Robert A. Trodella, Jr.	Absent	Absent	Absent
Demetria Vong-Spillan	Absent	Absent	Present
Mark Porter (Ex Com Liaison)	Absent	Present	Present
Barry Dubin	Present	Absent	Absent
Jay Bingham (Insolvency)	Present	Absent	Present
Jim Cochran (Ex Com)	----	Present	Present
Chuck Ortmeyer (Corp.)	----	Present	Present